

P97000085888

**KENNETH KIRSCHNER**

15200 Jog Road A-4.  
apt 1215  
Boca Raton Fl 33434

561-495-1210  
561-495-7561 (fax)

October 1, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

700002310907--0  
-10/03/97--01017--005  
\*\*\*122.50 \*\*\*122.50

Att: New filings

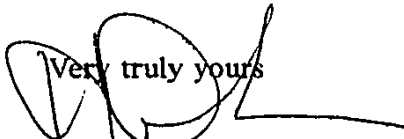
Re: Merit Financial Corp.

Gentlemen:

Enclosed please find an original and one copy of Articles Of Incorporation for Merit Financial Corp. and a check in the amount of \$122.50. Please file and return a certified copy of the filed Articles Of Incorporation to

Dean R. Halper, Esq.  
15200 Jog Road A-7  
Delray Beach FL 33484

561-498-5833

Very truly yours  
  
Kenneth Kirschner

KK/sk

encl.

FILED  
97 OCT -3 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 10/16/97

**ARTICLES OF INCORPORATION**

**OF**

**MERIT FINANCIAL CORPORATION**

**FILED**

**97 OCT -3 AM 9: 02**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is:

**MERIT FINANCIAL CORPORATION**

**ARTICLE II**

**GENERAL PURPOSE**

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United State of America and Florida; including transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III**

**DURATION**

The period of its duration is perpetual.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue five hundred (500) shares, all of one class, at \$1.00 par value.

**ARTICLE V**

**ADDRESS**

The initial street address of the principal office of this

corporation in the State of Florida is:

251 NE 17th Street, Delray Beach, Florida 33444

#### ARTICLE VI

##### DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

##### NAME

##### ADDRESS


Albert Richwagen

251 NE 17th Street  
Delray Beach, Florida 33444

#### ARTICLE VII

##### REGISTERED AGENT

The name and address of the initial registered agent of the corporation is:

  
Dean R. Halper  
Attorney at Law  
15200 Jog Road, Suite B-7  
Delray Beach, Florida 33484

#### ARTICLE VIII

##### INCORPORATOR(S)

The names and addresses of the incorporators signing these Articles of Incorporation are:

Albert Richwagen

251 NE 17th Street  
Delray Beach, Florida 33444

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

DATE CORPORATION COMMENCES

The date when corporate existence for this corporation shall commence is the date of the filing of these Articles.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 1 day of October, 1997.

Albert Richwagen  
Albert Richwagen

STATE OF FLORIDA

COUNTY OF PALM BEACH

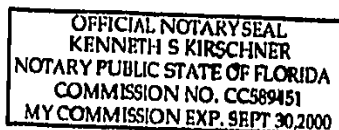
The foregoing instrument was acknowledged before me this 1 day of October, 1997, by Albert Richwagen, Incorporator, who is personally known to me ~~or who produced~~ \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of October, 1997.

Kenneth S. Kirschner  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission expires:

(seal)



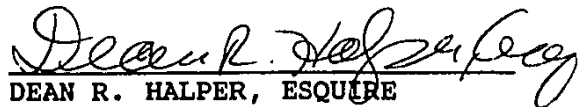
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE  
SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, FLORIDA STATUTES,  
the following is submitted:

MERIT FINANCIAL CORPORATION desiring to organize under the  
laws of the State of Florida with its initialed registered office  
as indicated in the Articles of Incorporation, at 15200 Jog Road,  
Suite B-7, Delray Beach, Palm Beach County, Florida 33484, has  
named DEAN R. HALPER, ESQUIRE as its registered agent to accept  
service of process within this state.

**ACKNOWLEDGEMENT AND ACCEPTANCE:**

Having been named as Registered Agent for the above  
corporation for the purpose of accepting service of process  
at the registered office designated in this certificate, I hereby  
accept such appointment and acknowledge that I am familiar with and  
accept the obligations and responsibilities of such office as  
provided for in Florida Statutes 607.0505.

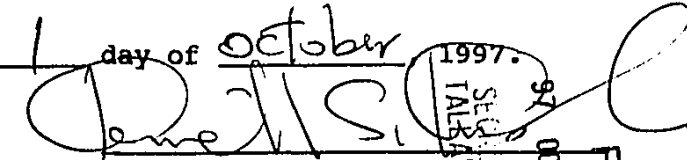
  
DEAN R. HALPER, ESQUIRE  
15200 Jog Road  
Suite B-7  
Delray Beach, Florida 33484

SWORN TO before me this

day of

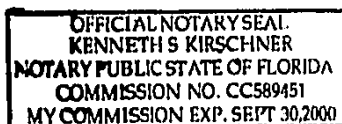
October

1997.

  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission expires:

(seal)



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STATE  
TALLAHASSEE, FLORIDA